



# Conduct of the 2017 Shareholders' General Meeting

June 20<sup>th</sup>, 2017

## Quorum

	SHAREHOLDERS		SHARES		
	Number	%	Number	%	Euros
ATTENDANCE	90	0.25	64,159,820	9.42	10,907,169.4
PROXY	811	2.20	513,982,743	75.46	87,377,066.31
TOTAL	901	2.45	578,142,563	84.88	98,284,235.71

## Voting (1/2)

Agenda	Favour		Against		Abstentions	
	Number	%	Number	%	Number	%
1.- Examination and approval of the annual accounts	575.575.784	99,84	844.192	0,15	60.608	0,01
2.- Examination and approval of the Management Report	576.415.384	99,98	4.592	0,01	60.608	0,01
3.-Examination and approval of the management of the Board of Directors	576.351.126	99,98	68.850	0,01	60.608	0,01
4.- Examination and approval of the allocation of profit/losses	574.976.103	99,74	189.729	0,03	1.314.752	0,23
5.- Ratification of the appointment and re-election of Mr. Luis Javier Cortés Domínguez as independent director	574.456.619	99,65	1.338.790	0,23	685.175	0,12
6.- Ratification of the appointment and re-election of Mr. Markus Tacke as executive director	572.399.022	99,29	3.396.387	0,59	685.175	0,12
7.- Ratification of the appointment and re-election of Mr. Michael Sen as proprietary director	566.784.773	98,32	9.010.636	1,56	685.175	0,12
8.- Re-election of Mr. Carlos Rodríguez-Quiroga Menéndez as executive director	567.136.856	98,38	8.694.377	1,51	649.351	0,11
9.1-Amendmentof the By-laws (articles 1, 3, 5, 9 and 33 )	576.406.256	99,98	4.592	0,01	69.736	0,01
9.2.- Amendment of the By-laws (article 17)	576.413.997	99,98	2.737	0,01	63.850	0,01
9.3.- Amendment of the By-laws (article 49)	576.404.498	99,98	4.592	0,01	71.494	0,01
9.4.- Amendment of the By-laws (restated text)	576.406.256	99,98	4.592	0,01	69.736	0,01

## Voting (2/2)

Agenda	Favour		Against		Abstentions	
	Number	%	Number	%	Number	%
10.1.- Amendment of the Shareholders' General Meeting Regulations (articles 1 and 5)	576.406.256	99,98	4.592	0,01	69.736	0,01
10.2.- Amendment of the Shareholders' General Meeting Regulations (article 19)	576.404.498	99,98	4.592	0,01	71.494	0,01
10.3.-Amendment of the Shareholders' General Meeting Regulations (restated text)	576.406.256	99,98	4.592	0,01	69.736	0,01
11.- Re-election of the external auditor	572.524.029	99,31	2.915.755	0,51	1.040.800	0,18
12.- New Remuneration Policy for the members of the Board of Directors	552.388.558	95,83	16.743.894	2,90	7.348.132	1,27
13- Delegation of faculties	576.417.142	99,98	4.592	0,01	58.850	0,01
14.-Consultative voting of the 2016 Annual report about the remunerations of the members of the Board of Directors	551.219.808	95,62	21.575.430	3,74	3.685.346	0,64

